

RECORDATION NO. 17848-KK

FILED

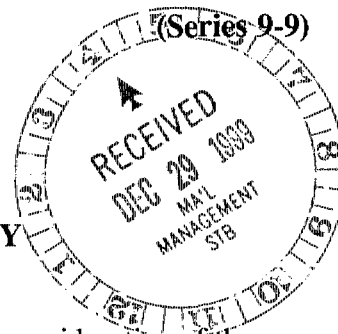
DEC 29 '99

4-55 PM

**BILL OF SALE**

**THE BANK OF NEW YORK,  
AS TRUSTEE  
TO**

**TRINITY INDUSTRIES LEASING COMPANY**



The Bank of New York, as Successor Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 5.05(a) of that certain Equipment Trust Agreement dated as of June 30, 1992 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated December 21, 1999, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the railcars (the "Trust Equipment") covered by the Railroad Car Lease Agreement described on Exhibit A and Exhibit B hereto, together with all right, title and interest of the Trustee in and to the existing lease or sublease in respect of the Trust Equipment as described on Exhibit A hereto (the "Existing Lease").

The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Lease and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, The Bank of New York as such trustee has caused this Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, effective this 21st day of December, 1999.

THE BANK OF NEW YORK

By: 

Vice President

Attest: 

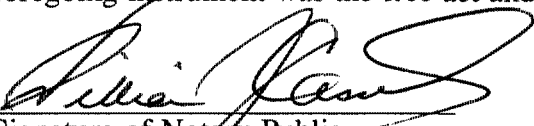
Assistant Vice President

STATE OF NEW YORK

§  
§  
§

COUNTY OF NEW YORK

On this 21 day of December, 1999, before me personally appeared REMO J. REALE, to me personally known, who being by me duly sworn, says that he is the Vice President of The Bank of New York; that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Signature of Notary Public

My Commission Expires:

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WILLIAM J. CASSELS  
Notary Public, State of New York  
No. 01CA5027729  
Qualified in Bronx County  
Commission Expires May 16, 2000

## EXHIBIT A

1. Railroad Car Lease Agreement, dated October 1, 1988, between Trinity Industries Leasing Company and Air Products & Chemicals Inc. covering the following described railroad cars (Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
12	29,947 Gal. 111A100W1 Tank Cars	TILX 190306-190314 TILX 190319-190321

2. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Rider 15):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
23	29,947 Gal. 111A100W1 Tank Cars	TILX 190283-190305

3. Railroad Car Lease Agreement, dated July 11, 1991, between Trinity Industries Leasing Company and Celtran, Inc., a subsidiary of Hoechst Celanese Corporation covering the following described railroad cars (Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	21,004 Gal. 111A100W6 Tank Cars	TILX 200055-200059

4. Railroad Car Lease Agreement, dated September 28, 1979, between Trinity Industries Leasing Company and Conoco, Inc. (assigned to Vista Chemical Company) covering the following described railroad cars (Rider 6):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	23,589 Gal. 111A100W1 Tank Cars	TILX 260670-260679

EXHIBIT B  
DESCRIPTION OF TRUST EQUIPMENT

	<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
1.	12 Tank Cars	111A100W1	29,947 Gal.	TILX 190306-190314 TILX 190319-190321	12/95
2.	23 Tank Cars	111A100W1	29,947 Gal.	TILX 190283-190305	03/95
3.	5 Tank Cars	111A100W6	21,004 Gal.	TILX 200055-200059	04/92
4.	10 Tank Cars	111A100W1	23,589 Gal.	TILX 260670-260679	12/91